

5Swannanoa Volunteer Fire Department & Rescue Squad, Inc. Bylaws (Amended October 5, 2020)

Article I – Name

The name of this corporation as incorporated in the charter is: Swannanoa Volunteer Fire Department & Rescue Squad, Inc. (“Department”)

Article II – Offices

Section 1:

The principal office of this corporation is in Buncombe County, State of North Carolina, and shall be located at 103 South Avenue in the unincorporated area known as Swannanoa, North Carolina 28778. A Sub Station office is located at 510 Bee Tree Road. in Swannanoa.

Section 2:

The Swannanoa Volunteer Fire Department & Rescue Squad, Inc. (“Department”) is a non-profit corporation and as such, no member shall have any proprietary interest in this corporation or in any property of this corporation.

Article III – Membership

Section 1: Qualifications

Any person listed in the Buncombe County ad valorem tax abstract as a record owner of real or tangible personal property in the Swannanoa Fire Protection Service District as defined for purpose of G.S. Section 105-273 as amended, shall be considered a bona fide member of this corporation including all members listed on the “Department” roster until such time as the member is no longer subject to the aforementioned tax and/or no longer on the “Department” roster. Where more than one person is listed in the abstract as record owner, each such person shall be considered a member.

Section 2: Membership Meetings: Annual

The members of this corporation shall hold an annual meeting on the 2nd Tuesday of July at 7:00 p.m. or as soon thereafter as the members shall assemble at a location in Swannanoa, North Carolina as designated by a public legal notice in newspaper having a general circulation in the community. This notice shall be published between the 15th and the 21st of June each and every year. The agenda for the annual meeting is as follows; the Chairperson and the Treasurer shall each give a detailed report of the corporate business for the fiscal year ending June 30th. The election of board members, if needed, will take place after the annual meeting, which will precede the regular monthly meeting for July.

Section 3: Membership Meetings: Special

Any member of the corporation, who desires a special meeting of the membership to be called, shall appear before the Board at its regular monthly business meeting to request a special meeting of the membership and state the purpose or purposes for the special meeting. If the special meeting is not called within thirty (30) days of the regular meeting request, the member who desires a special meeting of the membership to be called must within (30) days of the Board refusal to call a special meeting of the membership, the business which shall come before the special meeting of the membership and said petition shall contain the following legible information: Date of petition, property owner name (printed), property address (printed) and the property owner signature. The Board has the sole responsibility of verification of all of the petition information and their decision is final. If the Board determines the verified petition represents at least 10% of the membership, a special meeting of the membership will be called by the Board. A legal public notice will be published in newspaper having a general circulation in the community stating the time, place and purpose of the special membership meeting. Any special meeting requires notice to the membership no fewer than 30 days nor more than 60 days prior to the meeting, and no less than 48 hours’ notice to each local newspaper, local wire service, local radio station and local television station that had filed a written emergency meeting notice request with Board Secretary and who request includes the newspaper’s wire services or station’s telephone number. At any special meeting of the membership, the only business which may be presented to the Board must be that which has been set forth in the validated petition.

Section 4: Membership Quorum Requirements

Any meeting of the membership must have a quorum to take any action whatsoever. A membership quorum must consist of at least 10% of the current membership at the time of the scheduled meeting.

Section 5: Membership Voting Rights

Every bona fide member of this corporation, including any non-human entity, the name of which appears as a property owner on the tax listing abstract or is listed as a member on the current fire department roster, is entitled to only one vote on each matter voted on by the membership, regardless of the number or type of properties owned and regardless of the number of record owners. Each bona fide member must be present to vote on any membership matter as voting by proxy or any other means shall not be permitted to any corporation members. All votes shall be by secret ballot of corporation members present at the Annual meeting. No person running for a position on the Board of Directors shall be permitted to count the votes. Bona fide Corporation members will sign in at the Annual Meeting. Sign in period will be from 6:00 p.m. to 7:00 p.m. on the night of the annual meeting. Anyone in line by 6:55 p.m. will be allowed to sign in even if the sign in period goes past 7:00 p.m., anyone reporting after 6:55 p.m. will not be allowed to sign in or cast their vote. Corporation members must show proof of being subjected to the Swannanoa fire tax. A current roster of "Department" members will be provided for the annual meeting. Proof of tax burden will be demonstrated by showing a current copy of your Buncombe County tax invoice and photo identification subject to the approval of the election committee or their designate. Any disputes about the right to vote will result in those ballots being marked as "provisional." The Swannanoa Fire Department Board Chairperson or designee will make the final decision on each "provisional" ballot and that decision shall be final and binding on all concerned. The top three (3) nominees receiving the most votes shall be declared the winners by the Board of Directors after confirmation of same. If the result ends in a tie between the third (3rd) and fourth (4th) place nominees, another vote will take place between the two (2) nominees that are tied. This vote will be from those corporation members who signed in at the designated time and are still in attendance at the annual meeting. If said vote ends in another tie, then the Board Chairperson or designee shall conduct one (1) coin toss to determine the winner. These results will be final and binding on all concerned.

Section 6: Rules of Procedure

All meetings of the membership shall be governed by Rules of Procedure established by the Board from time to time, which shall conform to the Open Meetings Law, General Statutes Chapter 143, Chapter 33C.

Article IV Board of Directors

Section 1: General Powers

The Board shall have and exercise complete direction and control of all the business, property and affairs of the corporation according to of the powers given by its Articles of Incorporation, Corporate By-Laws, North Carolina General Statutes 55-A and any other applicable North Carolina Statutes, as lawfully amended from time to time.

Section 2: Number, term, and expectations

At any one time, there shall be no more than nine (9) Board members.

All current sitting Board members, who are up for re-election, must confirm to the Secretary of the Board, their intent to continue as a Board member on or before March 1st of the current year they are up for re-election.

All new candidates must be a bona fide corporation member subject to the fire tax of the Swannanoa Fire Protection Service District and must reside within the Swannanoa Fire Protection Service District.

All new candidates must submit a letter of intent or application to the Swannanoa Fire Department to the attention of the Board Secretary stating they want to run for a seat on the Board of Directors on or before March 1st of the current year.

All new candidates must sign a Disclosure and Authorization Release form to do a background check on the candidate and the cost of the background check must accompany the letter of intent and/or application. Failure to meet this requirement will nullify the nomination.

Anyone convicted of a felony will not be considered.

A list of candidates for nomination will be presented by the election committee at the monthly meeting in April.

All nominated candidates must attend the April Board meeting and one other Board meeting in May or June prior to the election. Failure to meet this requirement will nullify the nomination.

All Board members are elected for one (1) three (3) year term. There will be three (3) board seats up for re-election each year on a staggering basis.

Anytime a Board seat is filled at the annual meeting by a new member, that member will assume that seat at the August regular meeting of the Board.

If for any reason a Board member is unable or unwilling to continue to serve as a Board member by reason of disability or resignation, or has been removed for just cause as determined by the majority vote of the Board at a regular or special meeting of the board in which a quorum of Board members are present, the Board shall have the power to appoint someone to serve the remainder of the term or until as such time as an excused Board member is able to return.

Eligibility for Board membership is limited to natural persons age 18 or over who are bona fide members of this corporation and are otherwise qualified under these By-Laws.

No employee of this fire department shall serve on the Board.

There shall not be at any time more than one member of an immediate family simultaneously serving on the Board. The Board definition of an immediate family member is as follows: Mother, Father, Daughter, Son, Brother, Sister, Husband, Wife, or a significant other residing with the Board member.

All Board members have one vote on any business matter that calls for a vote by the Board. To be able to vote on any business matter, the Board member must be present at the Board meeting, as voting by proxy or any other means is not permitted.

As a Board member, your community in general expects that you will at all times: Set a good example to your community by obeying Federal, State, and County laws. Treat all members of your community with the utmost of respect. Execute the responsibilities given to you by this corporation to the best of your ability. Continue to meet each of the qualifications for Board membership during the term of their service.

As an expectation of board membership, all board members will give consent to the Swannanoa Fire Department to do a periodic check of a board member's criminal history after obtaining a Disclosure and Release Authorization Form from the board member. The cost of such will be paid by the Corporation.

Section 3: Criteria For The Removal Of A Board Member

Removal of any Board member must be for just cause and listed below are some but not all examples of just cause: Any Board member who fails or refuses to submit to or who provides false information on a Disclosure and Release Authorization form, or who is, or has, at any time been convicted of a crime other than an infraction of minor traffic violations as determined by the majority vote of the Board, will be subject to immediate removal.

If any board member is arrested by any law enforcement agency, the Board member must inform the Chairperson of the Board within 48 hours of such arrest and all pending charges. If board member is the Chairperson of the Board, he/she must advise the Vice Chairperson. Failure or refusal to do so may result in, by a majority vote of the Board, suspension of voting privileges prior to verdict or removal from the Board.

Any Board member who has three (3) unexcused absences from board meetings in a rolling year or absence from two successive board meetings without proper notification prior to the start of those meetings is subject to removal from the Board. Any Board member, who is unable to attend a board meeting, must without exception notify a Board officer before the start of any scheduled board meeting. Failure to do so will result in an unexcused absence for that Board member.

Any Board member found to have acted in violation of the Corporation's Conflict of Interest Policy in effect at the time of the act may, by a majority vote of the Board, be removed.

Any action taken by any Board member that is deemed to be detrimental to the integrity of the corporation will be further investigated and resolved by exoneration or removal by a majority vote of the Board.

Section 4: Board Officer's Positions

At the August meeting of the Board, the Board shall elect from its membership, a Chairperson, Vice Chairperson, Treasurer and Secretary.

Section 5: Board Officer's Duties

Chairperson shall preside at all meetings of the Board and shall perform such other duties as may be assigned by the Board.

Vice Chairperson shall in the case of death, disability, absence or refusal to act by Chairperson, perform the duties of the Chairperson. The Vice Chairperson shall also perform such other duties as may be assigned by the Board.

Treasurer and/or appointee shall receive and disburse all corporation funds and shall keep an accurate and detailed record of all receipts and disbursements of which is subject to inspection by any board member at any time. The Treasurer and/or appointee shall directly deposit all corporation funds into such financial institutions whose deposits are insured by the Federal Deposit Insurance Corporation with signature authority as may be designated by the Board. As required by the Board, the Treasurer and/or appointee shall be bonded for the faithful discharge of assigned duties and with such surety or sureties as the Board of Directors shall deem necessary. The cost of such will be paid by the corporation. In the case of death, disability, absence or refusal to act, the Board shall appoint a replacement as soon as possible. In the interim, the Chairperson may approve and sign any and all checks in place of the Treasurer. The Treasurer shall perform such other duties as may be assigned by the Board.

Secretary shall keep an accurate record of the minutes of all meetings of the Board and shall publish the board approved minutes of all board meetings in accordance with all State Statutes. The Secretary shall give public notice of all meetings. The Secretary shall have the responsibility for the custody, maintenance, and authentication of all corporate books, records (audio, video or written), papers, documents and Corporate Seal as required by law. In case of death, disability, absence or refusal to act, the Board shall appoint a replacement as soon as possible. The Secretary shall perform such other duties as may be assigned by the Board.

Section 6: Advisory Committee Appointments

At the August meeting of the Board, the Board will appoint its members to the following committees: By-Laws, Budget, Personnel and any other committees the board deems necessary. All committees shall act only in an advisory capacity to the Board.

Section 7: Board of Director's Meetings

Definition of Quorum

A quorum will consist of a majority of Board members to be present in the same place of the meeting. A quorum is necessary to conduct any business at any annual, regular or special meeting. The members present may schedule any meeting without a quorum present.

Regular meetings shall be held without other notice than this By-Law immediately after and at the same place as the annual meeting of the membership. The Board may provide by resolution the time and place within Buncombe County for holding of additional regular meetings without other notice than by said resolution.

Special meetings of the Board may be called by at least three (3) members. All reasonable attempts must be made by phone and by email to communicate this to all Board members within forty-eight (48) hours.

The meeting may be held anywhere in Buncombe County, North Carolina. A public notice of this meeting stating the date, time, place and purpose must be given to each local newspaper, local wire service, local radio station, and local television stations that has filed a written emergency meeting notice request with the Board Secretary and whose request includes the newspaper's, wire services, or station's phone number and be posted on the public bulletin board. This notice must be given at least forty-eight (48) hours before the special meeting takes place.

Emergency meetings of the Board may be held to deliberate on generally unexpected circumstances that require immediate consideration, by the Board. This meeting must be held before forty-eight (48) hours have passed. All reasonable attempts must be made by phone and by email to immediately communicate to all board members email and to each local newspaper, local wire services, local radio station and local television that has filed a written emergency meeting notice request with the Board Secretary and whose request includes the newspaper's, wire services, or station's telephone number stating the time, place, purpose and urgency of this meeting.

Section 8: Order of Business

All monthly business meetings shall be conducted in the following manner: Call to Order, Opening Prayer, Pledge of Allegiance, Agenda Approval, Committee Reports, Designated Business (which will include public comment that is limited to (one three minute session for each person, for each meeting), Old Business, New Business, Employee Recognition, Announcements, Adjournment and Closing Prayer.

Section 9: Rules of Procedure

All meetings of the Board shall be governed by Rules of Procedure established by the Board from time to time, which shall conform to the Open Meeting Law, General Statutes Chapter 143, Chapter 33C.

Article V – Employee Rules and Guidelines

The Board shall adopt a set of rules and guidelines governing the operation of this fire department and the conduct of its members. From time to time these rules and guidelines may be revised, as the Board deems necessary. All members of this fire department whether paid or volunteer, serve at the pleasure of the Board.

Article VI – Fire Department Officers

Section 1: Duties of the Fire Chief

The Fire Chief shall be responsible for the administration and operation of the Swannanoa Volunteer Fire Department. The Fire Chief shall appoint all fire department operational officers, define their duties and ensure the compliance thereto. The Fire Chief shall be accountable to the Board of this Corporation. The Fire Chief shall be responsible for working with any board appointed committee as assigned. The Fire Chief shall give a monthly operations report to the Board at their regular monthly meeting. This report will contain the previous month call activities and any other information as may be required by the Board. The Fire Chief shall promptly report to a Personnel Committee member any complaint or grievance that remains unresolved.

Section 2: Duties of the Deputy Chief

In the absence of the Fire Chief, the Deputy Chief shall be responsible for the administration and the operation of the Swannanoa Volunteer Fire Department and any other duties assigned by the Fire Chief.

Section 3: Duties of the Battalion Chief

In the absence of the Fire Chief and the Deputy Chief, the Battalion Chief shall be responsible for the administration and operation of the Swannanoa Volunteer Fire Department and any other duties as assigned by the Fire Chief or the Deputy Chief.

Article VII: Amendments

The Rules of Procedure, Conflict of Interest Policy, Standard Operating Guidelines and Employee Conduct Rules may be altered, amended or repealed by the Board of Directors at any regular board meeting in which a quorum is present. These Bylaws, or any part thereof, may be amended at the pleasure of and by a majority vote of the Board present at any regular meeting of the Board, provided a quorum is present. Provided, however, a copy of proposed amendment(s) must be distributed to all Board members and considered as an agenda item at a regular meeting of the Board before adoption at a later regular meeting of the Board. All future board approved amendments to these By-Laws will be entered into the permanent record by the board Secretary when recording the minutes of the meeting in which these By-Laws were amended.